

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
CHESAPEAKE ENERGY CORPORATION,	§	Case No. 20-33233 (DRJ)
	§	
Debtor.	§	
	§	
Tax I.D. No. 73-1395733	§	
In re:	§	
	§	Chapter 11
	§	
BRAZOS VALLEY LONGHORN FINANCE CORP.,	§	Case No. 20-33234 (DRJ)
	§	
	§	
Debtor.	§	
	§	
Tax I.D. No. 83-3311465	§	
In re:	§	
	§	Chapter 11
	§	
BRAZOS VALLEY LONGHORN, L.L.C.,	§	Case No. 20-33236 (DRJ)
	§	
	§	
Debtor.	§	
	§	
Tax I.D. No. 83-3294278	§	
In re:	§	
	§	Chapter 11
	§	
BURLESON SAND LLC,	§	Case No. 20-33252 (DRJ)
	§	
	§	
Debtor.	§	
	§	
Tax I.D. No. N/A	§	
In re:	§	
	§	Chapter 11
	§	
BURLESON WATER RESOURCES, LLC,	§	Case No. 20-33238 (DRJ)
	§	
	§	
Debtor.	§	
	§	
Tax I.D. No. N/A	§	

In re:	§	
	§	Chapter 11
CHESAPEAKE AEZ EXPLORATION, L.L.C.,	§	
	§	Case No. 20-33235 (DRJ)
Debtor.	§	
Tax I.D. No. 27-2151081	§	
In re:	§	
	§	Chapter 11
CHESAPEAKE APPALACHIA, L.L.C.,	§	
	§	Case No. 20-33247 (DRJ)
Debtor.	§	
Tax I.D. No. 20-3774650	§	
In re:	§	
	§	Chapter 11
CHESAPEAKE E&P HOLDING, L.L.C.,	§	
	§	Case No. 20-33237 (DRJ)
Debtor.	§	
Tax I.D. No. 27-4485832	§	
In re:	§	
	§	Chapter 11
CHESAPEAKE ENERGY LOUISIANA, LLC,	§	
	§	Case No. 20-33240 (DRJ)
Debtor.	§	
Tax I.D. No. 73-1524569	§	
In re:	§	
	§	Chapter 11
CHESAPEAKE ENERGY MARKETING, L.L.C.,	§	
	§	Case No. 20-33244 (DRJ)
Debtor.	§	
Tax I.D. No. 73-1439175	§	

In re:	§	
CHESAPEAKE EXPLORATION, L.L.C.,	§	Chapter 11
Debtor.	§	Case No. 20-33239 (DRJ)
Tax I.D. No. 71-0934234	§	
In re:	§	
CHESAPEAKE LAND DEVELOPMENT COMPANY, L.L.C.,	§	Chapter 11
Debtor.	§	Case No. 20-33262 (DRJ)
Tax I.D. No. 20-2099392	§	
In re:	§	Chapter 11
CHESAPEAKE LOUISIANA, L.P.,	§	Case No. 20-33242 (DRJ)
Debtor.	§	
Tax I.D. No. 73-1519126	§	
In re:	§	Chapter 11
CHESAPEAKE MIDSTREAM DEVELOPMENT, L.L.C.,	§	Case No. 20-33246 (DRJ)
Debtor.	§	
Tax I.D. No. 46-1179116	§	
In re:	§	Chapter 11
CHESAPEAKE NG VENTURES CORPORATION,	§	Case No. 20-33254 (DRJ)
Debtor.	§	
Tax I.D. No. 45-2354177	§	

In re:	§	
	§	Chapter 11
CHESAPEAKE OPERATING, L.L.C.,	§	
	§	Case No. 20-33249 (DRJ)
Debtor.	§	
	§	
Tax I.D. No. 73-1343196	§	
In re:	§	
	§	Chapter 11
CHESAPEAKE PLAINS, LLC,	§	
	§	Case No. 20-33260 (DRJ)
Debtor.	§	
	§	
Tax I.D. No. 81-3212038	§	
In re:	§	
	§	Chapter 11
CHESAPEAKE ROYALTY, L.L.C.,	§	
	§	Case No. 20-33251 (DRJ)
Debtor.	§	
	§	
Tax I.D. No. 73-1549744	§	
In re:	§	
	§	Chapter 11
CHESAPEAKE VRT, L.L.C.,	§	
	§	Case No. 20-33241 (DRJ)
Debtor.	§	
	§	
Tax I.D. No. 20-8380083	§	
In re:	§	
	§	Chapter 11
CHESAPEAKE-CLEMENTS ACQUISITION, L.L.C.,	§	
	§	Case No. 20-33264 (DRJ)
Debtor.	§	
	§	
Tax I.D. No. 20-8716794	§	

In re:	§	
CHK ENERGY HOLDINGS, INC.,	§	Chapter 11
Debtor.	§	Case No. 20-33232 (DRJ)
Tax I.D. No. 46-1772347	§	
In re:	§	
CHK NGV LEASING COMPANY, L.L.C.,	§	Chapter 11
Debtor.	§	Case No. 20-33248 (DRJ)
Tax I.D. No. 27-0206525	§	
In re:	§	
CHK UTICA, L.L.C.,	§	Chapter 11
Debtor.	§	Case No. 20-33250 (DRJ)
Tax I.D. No. 36-4711997	§	
In re:	§	
COMPASS MANUFACTURING, L.L.C.,	§	Chapter 11
Debtor.	§	Case No. 20-33257 (DRJ)
Tax I.D. No. 26-1455378	§	
In re:	§	
EMLP, L.L.C.,	§	Chapter 11
Debtor.	§	Case No. 20-33265 (DRJ)
Tax I.D. No. 27-0581428	§	

In re:	§	Chapter 11
EMPRESS LOUISIANA PROPERTIES, L.P.,	§	Case No. 20-33269 (DRJ)
Debtor.	§	
Tax I.D. No. 20-1993109	§	
In re:	§	Chapter 11
EMPRESS, L.L.C.,	§	Case No. 20-33255 (DRJ)
Debtor.	§	
Tax I.D. No. 26-2809898	§	
In re:	§	Chapter 11
ESQUISTO RESOURCES II, LLC,	§	Case No. 20-33243 (DRJ)
Debtor.	§	
Tax I.D. No. 47-4429762	§	
In re:	§	Chapter 11
GSF, L.L.C.,	§	Case No. 20-33267 (DRJ)
Debtor.	§	
Tax I.D. No. 26-2762867	§	
In re:	§	Chapter 11
MC LOUISIANA MINERALS, L.L.C.,	§	Case No. 20-33253 (DRJ)
Debtor.	§	
Tax I.D. No. 26-3057487	§	

In re:	§ § §	Chapter 11
MC MINERAL COMPANY, L.L.C.,	§ § §	Case No. 20-33256 (DRJ)
Debtor.	§ § §	
Tax I.D. No. 61-1448831	§ § §	
In re:	§ § §	Chapter 11
MIDCON COMPRESSION, L.L.C.,	§ § §	Case No. 20-33263 (DRJ)
Debtor.	§ § §	
Tax I.D. No. 20-0299525	§ § §	
In re:	§ § §	Chapter 11
NOMAC SERVICES, L.L.C.,	§ § §	Case No. 20-33270 (DRJ)
Debtor.	§ § §	
Tax I.D. No. 45-1157545	§ § §	
In re:	§ § §	Chapter 11
NORTHERN MICHIGAN EXPLORATORY COMPANY, L.L.C.,	§ § §	Case No. 20-33271 (DRJ)
Debtor.	§ § §	
Tax I.D. No. 27-2462483	§ § §	
In re:	§ § §	Chapter 11
PETROMAX E&P BURLESON, LLC,	§ § §	Case No. 20-33261 (DRJ)
Debtor.	§ § §	
Tax I.D. No. N/A	§ § §	

In re:	§	
SPARKS DRIVE SWD, INC.,	§	Chapter 11
	§	
Debtor.	§	Case No. 20-33245 (DRJ)
	§	
Tax I.D. No. 76-0722336	§	
In re:	§	
WHE ACQCO., LLC,	§	Chapter 11
	§	
Debtor.	§	Case No. 20-33268 (DRJ)
	§	
Tax I.D. No. N/A	§	
In re:	§	
WHR EAGLE FORD, LLC,	§	Chapter 11
	§	
Debtor.	§	Case No. 20-33258 (DRJ)
	§	
Tax I.D. No. N/A	§	
In re:	§	
WILDHORSE RESOURCES II, LLC,	§	Chapter 11
	§	
Debtor.	§	Case No. 20-33259 (DRJ)
	§	
Tax I.D. No. 81-5318155	§	
In re:	§	
WILDHORSE RESOURCES MANAGEMENT	§	Chapter 11
COMPANY, LLC,	§	
	§	Case No. 20-33266 (DRJ)
Debtor.	§	
	§	
Tax I.D. No. 61-1695582	§	

In re:

WINTER MOON ENERGY CORPORATION,

Debtor.

Tax I.D. No. 26-1939483

§
§
§
§
§
§
§

Chapter 11

Case No. 20-33272 (DRJ)

(Emergency Hearing Requested)

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN
ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

EMERGENCY RELIEF HAS BEEN REQUESTED. A HEARING WILL BE CONDUCTED ON THIS MATTER ON JUNE 29, 2020, AT 2:30 P.M. (CENTRAL TIME) IN COURTROOM 400, 4TH FLOOR, 515 RUSK STREET, HOUSTON, TEXAS 77002. IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST EITHER APPEAR AT THE HEARING OR FILE A WRITTEN RESPONSE PRIOR TO THE HEARING. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

RELIEF IS REQUESTED NOT LATER THAN JUNE 29, 2020.

PLEASE NOTE THAT ON MARCH 24, 2020, THROUGH THE ENTRY OF GENERAL ORDER 2020-10, THE COURT INVOKED THE PROTOCOL FOR EMERGENCY PUBLIC HEALTH OR SAFETY CONDITIONS.

IT IS ANTICIPATED THAT ALL PERSONS WILL APPEAR TELEPHONICALLY AND ALSO MAY APPEAR VIA VIDEO AT THIS HEARING.

AUDIO COMMUNICATION WILL BE BY USE OF THE COURT'S REGULAR DIAL-IN NUMBER. THE DIAL-IN NUMBER IS +1(832) 917-1510. YOU WILL BE RESPONSIBLE FOR YOUR OWN LONG-DISTANCE CHARGES. YOU WILL BE ASKED TO KEY IN THE CONFERENCE ROOM NUMBER. JUDGE JONES' CONFERENCE ROOM NUMBER IS 205691.

PARTIES MAY PARTICIPATE IN ELECTRONIC HEARINGS BY USE OF AN INTERNET CONNECTION. THE INTERNET SITE IS WWW.JOIN.ME. PERSONS CONNECTING BY MOBILE DEVICE WILL NEED TO DOWNLOAD THE FREE JOIN.ME APPLICATION.

ONCE CONNECTED TO WWW.JOIN.ME, A PARTICIPANT MUST SELECT "JOIN A MEETING." THE CODE FOR JOINING THIS HEARING BEFORE JUDGE JONES IS "JUDGEJONES". THE NEXT SCREEN WILL HAVE A PLACE FOR THE PARTICIPANT'S NAME IN THE LOWER LEFT CORNER. PLEASE COMPLETE THE NAME AND CLICK "NOTIFY."

HEARING APPEARANCES SHOULD BE MADE ELECTRONICALLY AND IN ADVANCE OF THE HEARING. YOU MAY MAKE YOUR ELECTRONIC APPEARANCE BY:

- 1) GOING TO THE SOUTHERN DISTRICT OF TEXAS WEBSITE;
- 2) SELECTING "BANKRUPTCY COURT" FROM THE TOP MENU;
- 3) SELECTING "JUDGES' PROCEDURES & SCHEDULES;"
- 4) SELECTING "VIEW HOME PAGE" FOR CHIEF JUDGE DAVID R. JONES;
- 5) UNDER "ELECTRONIC APPEARANCE" SELECT "CLICK HERE TO SUBMIT ELECTRONIC APPEARANCE;"
- 6) SELECT CHESAPEAKE ENERGY CORPORATION, ET AL. FROM THE LIST OF ELECTRONIC APPEARANCE LINKS; AND
- 7) COMPLETE THE REQUIRED FIELDS AND HIT THE "SUBMIT" BUTTON AT THE BOTTOM OF THE PAGE.

SUBMITTING YOUR APPEARANCE ELECTRONICALLY IN ADVANCE OF THE HEARING WILL NEGATE THE NEED TO MAKE AN APPEARANCE ON THE RECORD AT THE HEARING.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”)¹ state the following in support of this motion:

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto (the “Order”): (a) directing procedural consolidation and joint administration of these chapter 11 cases, and (b) granting related relief. The Debtors request that one file and one docket be maintained for all of the jointly-administered cases under the case of Chesapeake Energy Corporation and that the cases be administered under a consolidated caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CHESAPEAKE ENERGY CORPORATION, *et al.*,¹

Debtors.

§
§
§
§
§
§
§

Chapter 11

Case No. 20-33233 (DRJ)

(Jointly Administered)

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://dm.epiq11.com/chesapeake>. The location of Debtor Chesapeake Energy Corporation’s principal place of business and the Debtors’ service address in these chapter 11 cases is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118.

2. The Debtors further request that this Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

¹ A detailed description of the Debtors and their businesses, and the facts and circumstances supporting this motion and the Debtors’ chapter 11 cases, are set forth in greater detail in the *Declaration of Domenic J. Dell’Osso, Jr., Executive Vice President and Chief Financial Officer of Chesapeake Energy Corporation in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously with the Debtors’ voluntary petitions for relief filed under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), on June 28, 2020 (the “Petition Date”).

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors, other than Chesapeake Energy Corporation, to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration for procedural purposes only of the chapter 11 cases of: Chesapeake Energy Corporation, Case No. 20-33233; Brazos Valley Longhorn Finance Corp., Case No. 20-33234; Brazos Valley Longhorn, L.L.C., Case No. 20-33236; Burleson Sand LLC, Case No. 20-33252; Burleson Water Resources, LLC, Case No. 20-33238; Chesapeake AEZ Exploration, L.L.C., Case No. 20-33235; Chesapeake Appalachia, L.L.C., Case No. 20-33247; Chesapeake E&P Holding, L.L.C., Case No. 20-33237; Chesapeake Energy Louisiana, LLC, Case No. 20-33240; Chesapeake Energy Marketing, L.L.C., Case No. 20-33244; Chesapeake Exploration, L.L.C., Case No. 20-33239; Chesapeake Land Development Company, L.L.C., Case No. 20-33262; Chesapeake Louisiana, L.P., Case No. 20-33242; Chesapeake Midstream Development, L.L.C., Case No. 20-33246; Chesapeake NG Ventures Corporation, Case No. 20-33254; Chesapeake Operating, L.L.C., Case No. 20-33249; Chesapeake Plains, LLC, Case No. 20-33260; Chesapeake Royalty, L.L.C., Case No. 20-33251; Chesapeake VRT, L.L.C., Case No. 20-33241; Chesapeake-Clements Acquisition, L.L.C., Case No. 20-33264; CHK Energy Holdings, Inc., Case No. 20-33232; CHK NGV Leasing Company, L.L.C., Case No. 20-33248; CHK Utica, L.L.C., Case No. 20-33250; Compass Manufacturing, L.L.C., Case No. 20-33257; EMLP, L.L.C., Case No. 20-33265; Empress Louisiana Properties, L.P., Case No. 20-33269; Empress, L.L.C., Case No. 20-33255; Esquisto Resources II, LLC, Case No. 20-33243; GSF, L.L.C., Case No. 20-33267; MC Louisiana Minerals, L.L.C., Case No. 20-33253; MC Mineral Company, L.L.C., Case No. 20-33256; MidCon Compression, L.L.C., Case No. 20-33263; Nomac Services, L.L.C., Case No. 20-33270; Northern Michigan Exploratory Company, L.L.C., Case No. 20-33271; Petromax E&P Burleson, LLC, Case No. 20-33261; Sparks Drive SWD, Inc., Case No. 20-33245; WHE AcqCo., LLC, Case No. 20-33268; WHR Eagle Ford LLC, Case No. 20-33258; WildHorse Resources II, LLC, Case No. 20-33259; WildHorse Resources Management Company, LLC, Case No. 20-33266; and Winter Moon Energy Corporation,

Case No. 20-33272. The docket in Case No. 20-33233 (DRJ) should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 20-33233 (DRJ).**

Jurisdiction and Venue

4. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory bases for the relief requested herein are sections 105(a) and 342(c) of title 11 of the Bankruptcy Code, Bankruptcy Rules 1015(b) and 6003, and rules 1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

Basis for Relief

7. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . (2) a partnership and one or more of its general partners, or (3) two or more general partners, or (4) a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtor entities that commenced chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court

to grant the relief requested herein. Bankruptcy Local Rule 1015-1 further provides for the joint administration of related chapter 11 cases.

8. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the United States Trustee for the Southern District of Texas and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

9. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

Emergency Consideration

10. Pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days of the commencement of a chapter 11 case "to the extent that relief is necessary to avoid immediate and irreparable harm" and Bankruptcy Local Rule 9013-1(i), the Debtors request emergency consideration of this motion. The motion requests relief from procedural rules and requirements that pertain to matters of immediate significance or which involve deadlines sooner than 21 days after the Petition Date. The relief will save costs and avoid undue administrative burden and confusion only if granted before the applicable deadlines. The Debtors have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003

and, therefore, request that the Court approve the relief requested in this motion on an emergency basis.

Notice

11. The Debtors will provide notice of this motion to: (a) the United States Trustee for the Southern District of Texas; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) the administrative agent under the Debtors' proposed debtor-in-possession credit facility and counsel thereto; (d) the administrative agent under the Debtors' prepetition revolving credit facility and counsel thereto; (e) the administrative agent for the Debtors' prepetition term loan facility and counsel thereto; (f) the indenture trustee for the Debtors' senior secured second lien notes and counsel thereto; (g) the indenture trustees for the Debtors' unsecured notes; (h) counsel to the ad hoc group of term loan lenders; (i) counsel to Franklin Advisers, Inc., as investment manager on behalf of certain funds and accounts; (j) the United States Attorney's Office for the Southern District of Texas; (k) the Internal Revenue Service; (l) the United States Securities and Exchange Commission; (m) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; and (n) the state attorneys general for states in which the Debtors conduct business. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtors request that the Court enter the Order, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Houston, Texas
June 28, 2020

/s/ Mathew D. Cavanaugh

JACKSON WALKER L.L.P.

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*Proposed Co-Counsel to the Debtors
and Debtors in Possession*

Certificate of Accuracy

I certify that the foregoing statements are true and accurate to the best of my knowledge.
This statement is being made pursuant to Local Rule 9013-1(i).

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh

Certificate of Service

I certify that on June 28, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Mathew D. Cavanaugh

Mathew D. Cavanaugh